

EXHIBIT A

Proposed Order

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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re) Chapter 11
TRONOX INCORPORATED, *et al.*,) Case No. 09-10156 (ALG)
Debtors.) Jointly Administered

TRONOX INCORPORATED, TRONOX)
WORLDWIDE LLC f/k/a Kerr-McGee)
Chemical Worldwide LLC, and TRONOX)
LLC f/k/a Kerr-McGee Chemical LLC,)
Plaintiffs,)
v.) Adversary Proceeding No. 09-01198 (ALG)
ANADARKO PETROLEUM)
CORPORATION and KERR-MCGEE)
CORPORATION,)
Defendants.)

THE UNITED STATES OF AMERICA,)
Plaintiff- Intervenor,)
v.)
TRONOX, INC., TRONOX WORLDWIDE)
LLC, TRONOX LLC, KERR-MCGEE)

CORPORATION and ANADARKO)
PETROLEUM CORPORATION,)
Defendants.)

)

**ORDER AUTHORIZING PLAINTIFFS TO FILE THEIR SURREPLY (AND EXHIBITS)
TO DEFENDANTS' MOTION TO DISMISS COUNTS IV, V, AND VI OF
THE AMENDED ADVERSARY COMPLAINT PARTIALLY UNDER SEAL**

Upon the motion (the "Motion") of Plaintiffs Tronox Incorporated, Tronox Worldwide LLC, and Tronox LLC for entry of an order authorizing Plaintiffs to file a copy of their Surreply, and corresponding exhibits, to Defendants' Motion to Dismiss Counts IV, V, and VI of the Amended Adversary Complaint ("Surreply") partially under seal; it appearing that (i) the relief requested in the Motion is in the best interest of the Debtors' estates, their creditors and other parties in interest; (ii) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; (iii) this proceeding is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); (iv) venue of this proceeding and this Motion in this District is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and (v) notice of this Motion and the opportunity for a hearing on this Motion was appropriate under the particular circumstances and that no other or further notice need be given; and after due deliberation and sufficient cause appearing therefore, it is hereby ORDERED

1. The Motion is approved in its entirety.
2. Plaintiffs are authorized to file an unredacted version of the Surreply under seal subject to further order of the Court. The unredacted version of the Surreply shall remain under seal and confidential and shall not be made available to anyone without the consent of Plaintiffs or Defendants, or further order of this Court.
3. A redacted version of the Surreply shall be filed and served in accordance with the procedures for filing and service established in these Chapter 11 cases, and such notice shall

be deemed good and sufficient notice of the relief requested in the Surreply and no further notice shall be required.

4. Plaintiffs are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.

5. The Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

New York, New York

Dated: _____, 2010

United States Bankruptcy Judge